

DEPARTMENT OF FINANCIAL INSTITUTIONS
MINUTES OF MEETING
OCTOBER 14, 1999

The Members of the Department of Financial Institutions met at 9:00 a.m., EST, at 402 West Washington Street, Room W-066, Indianapolis, Indiana, on Thursday, October 14, 1999. Members present were Norman L. Lowery, Chairman; Gary M. Smith, Vice Chairman; Tony Zaleski, Ronald E. Depasse Loretta M. Burd and David D. Baer. Also present from the Department were Charles W. Phillips, Director; J. Philip Goddard, Chief Counsel, Deputy Director, Non-Depository Institutions and Secretary; James M. Cooper, Deputy Director, Depository Division; Randall L. Rowe, Bank Supervisor; Chuck T. Stumpf, Deputy Director, Administration Division; Kirk J. Schreiber, Senior Bank Analyst; Gina R. Williams, Senior Bank Analyst; Mark K. Powell, Supervisor, Credit Union Division, Mark Tarpey, Division Supervisor, Consumer Credit Division and Ronda Bailey, Administrative Secretary. Representing United Commerce Bank were Tom Risen, incorporator and proposed Chairman of the Board, President and Chief Executive Officer, Dave Musgrave, proposed Senior Vice President and Chief Financial Officer and Charlie Thompson, proposed Senior Vice President and Cashier. Also present were Geoff Grodner, proposed director and managing partner of Mallor Clendening Grodner & Bohrer and Tom Maxwell from Barnes & Thornburg. Member James L. Saner was absent.

1. PUBLIC SESSION

- A.) Attendance
- B.) Date of next meeting: Director Phillips recommended that the November 11, 1999, Member's meeting be rescheduled to November 18, 1999 @ 9:00 a.m, due to November 11th being a State Holiday. A motion was made by Mr. Smith and was seconded by Mr. Depasse. **The request was unanimously approved.**
- C.) A motion was made for approval of the minutes of the meeting held September 9, 1999, by Mr. Baer and was seconded by Mrs. Burd. **The minutes were unanimously approved.**

DIVISION OF BANK AND TRUST COMPANIES

1.) United Commerce Bank, Bloomington, Monroe County, Indiana

Mr. Kirk Schreiber, Senior Bank Analyst, presented the application. The following individuals from United Commerce Bank were introduced: Tom Risen, incorporator and proposed Chairman of the Board, President and Chief Executive Officer, Dave Musgrave proposed Senior Vice President and Chief Financial Officer and Charlie Thompson proposed Senior Vice President and Cashier. Also introduced were Geoff Grodner proposed director and managing partner of Mallor Clendening Grodner & Bohrer and Tom Maxwell from Barnes & Thornburg.

Mr. Schreiber informed the Members they have been asked to approve a state-chartered commercial bank to be known as United Commerce Bank (the "Bank"). The proposed institution will be headquartered in Bloomington, Indiana. The Bank is being organized by a group of individuals all of whom will constitute the initial board of directors of the bank upon its organization.

The Bank is offering at a purchase price of \$10 per share a minimum of 750,000 and a maximum of 900,000 shares of its common stock pursuant to a public offering. The Bank intends to use substantially all of the net proceeds of the offering to begin operations of the Bank.

The Bank will function as a full service community financial institution offering loan and deposit services principally to the Monroe County community. The Bank's business strategy will be to emphasize the Bank's local management and its commitment to the Bank's market area. The Bank intends to concentrate on the financial service needs and objectives of its customers. The goal is to create a customer driven organization focused on providing high value to clients by promptly delivering products and services marketed to their needs.

The Bank intends to conduct its operations from a main office located at 211 South College Avenue, Bloomington. The Bank has projected opening one additional branch in each of the Bank's second and third years of operation.

Mr. Schreiber went through the approval factors for the formation of a financial institution pursuant to IC 28-11-5-4.

Factor #1 The financial standing and character of the incorporators, organizers, directors, principal shareholders, and controlling corporation.

The Board of Directors consists of one insider, Tom Risen, and nine outside directors. Each individual outside director has been involved in the local market more than twenty years and as a group has significant business experience.

A review of these individuals financial statements and biographical backgrounds was conducted as part of the application investigation. No unfavorable items were noted. In addition, the FDIC conducts its own background investigation including FBI criminal checks. This investigation revealed no unfavorable responses.

The financial standing and character of the incorporator, organizer, director, principal shareholder, and controlling corporation are considered acceptable.

Factor #2 The character, qualifications, and experience of the officers and directors of the proposed financial institution.

The bank will begin operations with a staff of approximately nineteen (19) employees.

Tom Risen will serve as the Bank's Chairman of the Board, President and Chief Executive Officer. Mr. Risen has twenty-seven (27) years of banking experience. Mr. Risen served as a director and Senior Officer of Monroe County bank for the past seventeen (17) years.

Dave Musgrave will serve as the Bank's Chief Financial Officer and Senior Vice President. Mr. Musgrave has approximately twenty-five (25) years of financial accounting experience in the Bloomington market. Mr. Musgrave has spent most of his career with Bank One, Bloomington where he most recently served as Senior Vice President and CFO.

Charlie Thompson will serve as the bank's Cashier and Senior Vice President. Mr. Thompson has over twenty-seven (27) years of banking experience. Mr. Thompson most recently worked for Monroe County Bank where he served as Vice President and as an Audit review Director, Loan Review Officer and CRA and Compliance Officer.

The Bank is currently interviewing prospective candidates for the Senior Loan Officer position. The Bank is looking for someone with significant commercial, real estate and consumer lending experience in the Monroe County area.

The proposed Board of Directors are all well known and highly respected leaders of the Bloomington community. The group includes directors with close ties to small business, the medical and legal communities, as well as, the local government.

The character, qualification, experience of each is considered acceptable.

Factor #3 The future earnings prospects for the proposed financial institution in the community in which the financial institution is to be established.

Anticipated balance sheet, income projections, and significant ratios can be found on pages 13 through 15 of the outline. The projections were prepared using assumptions provided by Tom Risen based on information contained in Sheshunoff Information Services and his knowledge of the trade area. The organizers projected lower loan and investment yields and higher cost of deposits than that of the competition. The projected deposit mix is similar to that of the competition. One assumption of major significance is that the organizers will be able to raise at least \$7.5 million in a public offering. The projections appear reasonable based on the assumptions utilized.

Factor #4 The adequacy of the financial institution's proposed capital.

The proposed capital of the Bank, as detailed on page 6 of the outline, is considered adequate. The FDIC Statement of Policy and Application for Deposit Insurance states that new depository institution should have an initial capital to total estimated assets of at least 8% at the end of the 3rd year. Pro forma financial information projects the Tier 1 capital ratio to

exceed the minimum required capital ratios.

An application for deposit insurance was submitted to the Federal Deposit Insurance Corporation. Arthur Sutton of the FDIC expects approval of the deposit insurance application sometime this week.

Based on the findings of the investigation by the Department, the staff recommended approval of the formation of a state-chartered commercial bank to be known as United Commerce Bank headquartered in Bloomington, Indiana.

Factor #1 was voted upon with six favorable votes. There were no unfavorable votes.
Factor #1 was unanimously approved.

Factor #2 was voted upon with six favorable votes. There were no unfavorable votes.
Factor #2 was unanimously approved.

Factor #3 was voted upon with six favorable votes. There were no unfavorable votes.
Factor #3 was unanimously approved.

Factor #4 was voted upon with six favorable votes. There were no unfavorable votes.
Factor #4 was unanimously approved.

A motion for approval of the application was made by Mr. Baer and seconded by Mrs. Burd.
The application was unanimously approved.

DIRECTOR'S COMMENTS AND REQUESTS

- A.) Mark Tarpey, Supervisor, Consumer Credit Division updated the Members concerning the results of recent examinations of payday lenders. The results were discussed among the members including 1) the exorbitant annual percentage rates being charged, 2) the number of renewals of the same loan, 3) the terms of the loan, 4) the consciousness of such terms, and, 5) the application of statutory construction in the reading of certain statutes. A review of the history of these lenders was explained as to how they evolved in Indiana and what the present concerns are. It was also explained what various states were encountering and what measures those states were taking where it was their belief that such transactions were illegal and usurious. The members were supportive of having the staff contact the Attorney General for official help and advice in resolving the several legal issues that are relevant to transactions of this nature. They are to be kept posted on any further developments. **This item was for informational purposes only.**

- B.) **Jackson County Bank, Seymour, Jackson County, Indiana**

The bank notified the Department that they closed the branch banking office that was known as the "Second Street Drive-Thru Branch" located at 106 E. Second Street, Seymour, Jackson

County, Indiana. The branch office closed on August 28, 1999, @ 12:00 noon. **This item was for informational purposes only.**

C.) **Centier Bank, Whiting, Lake County, Indiana**

On July 28, 1999, the bank notified the Department of its intent to form a subsidiary under the laws of Bermuda pursuant to IC 28-13-6-1 for the purpose of managing a portfolio of investment securities. The subsidiary will be known as the CB Investments. **This item is for informational purposes only.**

D.) Director Charles Phillips advised the Members of actions pursuant to delegated authority. Mr. Phillips asked for any questions or clarifications of the actions, which are as follows:

DIVISION OF BANK AND TRUST COMPANIES

1.) **IRWIN UNION BANK & TRUST COMPANY, COLUMBUS, BARTHOLOMEW COUNTY, INDIANA**

The bank has applied for approval to open a branch banking office to be located at **300 North Meridian Street, Indianapolis, Marion County, Indiana**. The application was received on August 25, 1999. The name of the branch will be **Irwin Union Bank**. The bank will lease approximately 3,200 square feet of office space on the 12th floor and approximately 1,800 square feet on the 1st floor at this location. A five-year lease has been executed for each floor the bank is going to occupy. The bank's Commercial Lending, Real Estate Lending, and Private Banking Groups will occupy the 12th floor office space. The Retail Banking Group will occupy the 1st floor office space. It is estimated that leasehold improvements will be \$35M. Furniture, fixtures, and equipment costs are estimated at \$196M. No insider relationship exists between any insiders of the bank and any of the parties involved. The bank received a Satisfactory CAMELS rating as a result of a joint FRB and DFI examination as of December 31, 1998. The bank's three-year average ROA is 1.54%. As of March 31, 1999, the Tier I leverage capital ratio is 8.43%. Total fixed assets to total capital will increase from 10.17% prior to the branch being opened to 10.37% after the branch is opened. This will be the institution's twenty-first branch. **The Director approved this on September 10, 1999, under Delegated Authority.**

2.) **METROBANK, INDIANAPOLIS, HAMILTON COUNTY, INDIANA**

The bank has applied to the Department for approval to establish a branch banking office to be located at **11815 Allisonville Road, Fishers, Hamilton County, Indiana**. The application was received on August 27, 1999, and the branch is to be known as **"Fishers Branch."** No insider relationship exists between any insiders of the bank and any of the parties involved. The proposed branch is a 960 square foot, office inside an existing retail center in Fishers known as Sunblest Shopping Center. The bank is leasing the space from G & J Partnership, Indianapolis, Indiana, for an annual rental of \$18M due in equal monthly installments. The term of the lease is for five years with two, five year renewal options. The estimated cost for furniture, fixtures, and equipment is \$67M and leasehold improvements are estimated at \$214M. The bank received a satisfactory CAMELS rating as a result of an

examination conducted by the FDIC as of September 30, 1998. The bank's three-year average ROA is 0.75%. As of June 30, 1999, the Tier 1 leverage capital ratio is 8.23%. The investment in total fixed assets to total capital will increase from 12.33% before the proposed branch to 14.72% after the investment in the branch. This will be the institution's seventh branch. **The Director approved this on September 10, 1999, under Delegated Authority.**

3.) **CITIZENS FIRST STATE BANK, HARTFORD CITY, BLACKFORD COUNTY, INDIANA**

The bank has applied to the Department for approval to pay dividends in excess of what is permitted by IC 28-13-4-3. The bank's dividend request asks approval to pay a cash dividend in September of \$159,601 to its holding company, First Financial Bancorp, Hamilton, Ohio. First Financial Bancorp intends to use the proceeds for its regular September 30, 1999, dividend payment to its shareholders. As of June 30, 1999, the bank's Tier I leverage capital ratio is 9.08%. Proforma Tier 1 leverage to average assets is approximately 8.93% after the payment of the dividend. The bank's average three-year ROA is 1.31%. **The Director approved this on September 10, 1999, under Delegated Authority.**

4.) **INDIANA LAWRENCE BANK, NORTH MANCHESTER, WABASH COUNTY, INDIANA**

The bank has applied to the Department for approval to pay dividends in excess of what is permitted by IC 28-13-4-3. The bank's dividend request asks approval to pay a cash dividend in September of \$268,587 to its holding company, First Financial Bancorp, Hamilton, Ohio. First Financial Bancorp intends to use the proceeds for its regular September 30, 1999, dividend payment to its shareholders. As of June 30, 1999, the bank's Tier I leverage capital ratio is 8.06%. Proforma Tier 1 leverage to average assets is approximately 7.91% after the payment of the dividend. The bank's average three-year ROA is 1.29%. **The Director approved this on September 10, 1999, under Delegated Authority.**

5.) **VEVAY DEPOSIT BANK, VEVAY, SWITZERLAND COUNTY, INDIANA**

The bank has applied to the Department for approval to pay dividends in excess of what is permitted by IC 28-13-4-3. The bank's dividend request asks approval to pay a cash dividend in September of \$52,297 to its holding company, First Financial Bancorp, Hamilton, Ohio. First Financial Bancorp intends to use the proceeds for its regular September 30, 1999, dividend payment to its shareholders. The bank is projecting net income of \$435,409 for 1999. As of June 30, 1999, the bank's Tier I leverage capital ratio is 8.37%. Proforma Tier 1 leverage to average assets is approximately 8.28% after the payment of the dividend. The bank's average three-year ROA is 0.66%. **The Director approved this on September 10, 1999, under Delegated Authority.**

6.) **UNION BANK AND TRUST, NORTH VERNON, JENNINGS COUNTY, INDIANA**

The bank has applied to the Department for approval to pay dividends in excess of what is permitted by IC 28-13-4-3. The bank's dividend request asks approval to pay a cash dividend of \$314,020 to its holding company, First Financial Bancorp, Hamilton, Ohio. First Financial Bancorp will use the proceeds for payment of the regular quarterly dividend to its

shareholders. Based on June 30, 1999, financials, the projected Tier 1 leverage capital ratio is 8.62% after the proposed dividend. The bank's Tier 1 leverage capital ratio as of June 30, 1999, is 8.89% and ROA is 2.41%. The bank's average three year ROA is 2.56%. **The Director approved this on September 10, 1999, under Delegated Authority.**

7.) **PEOPLES BANK AND TRUST COMPANY, SUNMAN, RIPLEY COUNTY, INDIANA**

The bank has applied to the Department for approval to pay dividends in excess of what is permitted by IC 28-13-4-3. The bank's dividend request asks approval to pay a cash dividend of \$112,729 to its holding company, First Financial Bancorp, Hamilton, Ohio. First Financial Bancorp will use the proceeds for payment of the regular quarterly dividend to its shareholders. Based on June 30, 1999, financials, the projected Tier 1 leverage capital ratio is 7.53% after the proposed dividend. The bank's Tier 1 leverage capital ratio as of June 30, 1999, is 7.72% and ROA is 1.54%. The bank's average three year ROA is 1.61%. **The Director approved this on September 10, 1999, under Delegated Authority.**

8.) **FRANCES SLOCUM BANK, WABASH, WABASH COUNTY, INDIANA**

The bank has submitted two-branch applications. Both applications were received on July 14, 1999. The bank received a satisfactory CAMELS rating as a result of an examination conducted by the FDIC as of December 31, 1998. The bank's three year average ROA is 1.50%. As of March 31, 1999, the bank's Tier 1 leverage capital ratio was 11.26%. The investment in total fixed assets to total capital will increase from 16.74% before the two new branches to 20.57%.

The first application is for approval to locate a branch at **212 West Walnut Street, Kokomo, Howard County, Indiana**. The name of the branch will be **Frances Slocum Bank**. The facility will be a full service branch. The bank purchased the land and building in February of 1999 for \$200,000 from an unaffiliated third party. Additional costs for furniture, fixtures, and equipment are projected to be \$15,000. No insider relationship exists between any insiders of the bank and any of the parties involved. This will be the institutions fifth branch. **The Director approved this on September 28, 1999, under Delegated Authority.**

9.) **FRANCES SLOCUM BANK, WABASH, WABASH COUNTY, INDIANA**

The bank has also applied for approval to construct a branch banking office to be located at **U.S. 31 North at Gano Street, Kokomo, Howard County, Indiana**. The name of the branch will be **Frances Slocum Bank**. The bank purchased the property for the branch in December 1998 for \$250,000. The estimated cost to construct the facility is \$500,000. Furniture, fixtures, and equipment costs are estimated at \$100,000. No insider relationship exists between any insiders of the bank and any of the parties involved. This will be the institution's sixth branch. **The Director approved this on September 28, 1999, under Delegated Authority.**

10.) **LAFAYETTE BANK & TRUST COMPANY, LAFAYETTE, TIPPECANOE COUNTY, INDIANA**

The bank has submitted two-branch applications. Both applications were received on September 21, 1999. The bank received a satisfactory CAMELS rating as a result of an examination conducted by the DFI as of March 31, 1999. The bank's three year average ROA is 1.20%. As of June 30, 1999, the bank's Tier 1 leverage capital ratio was 7.08%. The investment in total fixed assets to total capital will increase from 18.66% before the two new branches to 19.15%.

The first application is for approval to locate a branch inside the Wal-Mart Superstore currently being constructed **one-mile west of Monticello on Highway 24, Monticello, White County, Indiana**. The name of the branch will be **"Wal-Mart Superstore"**. The facility will be a full service branch. The bank will lease 540 square feet from Wal-Mart Stores, Inc., Bentonville, AR. The term of the lease is for five (5) years with two additional five-year options. The annual rent, due in monthly installments, for years 1 through 5 is \$25,800, 6 through 10 is \$32,250, and 11 through 15 is \$40,313. There is also a one-time fee of \$60,000 when the branch opens. The estimated costs for leasehold improvements are \$134M. Estimated costs for furniture, fixtures, and equipment are \$97M. No insider relationship exists between any insiders of the bank and any of the parties involved. This will be the institution's seventeenth branch. **The Director approved this on September 28, 1999, under Delegated Authority.**

11.) **LAFAYETTE BANK & TRUST COMPANY, LAFAYETTE, TIPPECANOE COUNTY, INDIANA**

The bank has also applied for approval to locate a branch inside of the Wal-Mart Superstore currently under construction at **State Road 26 East and I-65, Lafayette, Tippecanoe County, Indiana**. The name of the branch will be **"Wal-Mart Superstore"**. The facility will be a full service branch. The bank will lease 695 square feet from Wal-Mart Stores, Inc., Bentonville, AR. The term of the lease is for five (5) years with two additional five-year options. The annual rent, due in monthly installments, for years 1 through 5 is \$31,800, 6 through 10 is \$39,700, and 11 through 15 is \$49,625. There is also a one-time fee of \$60,000 when the branch opens. The estimated costs for leasehold improvements are \$145M. Estimated costs for furniture, fixtures, and equipment are \$97M. No insider relationship exists between any insiders of the bank and any of the parties involved. This will be the institution's eighteenth branch. **The Director approved this on September 28, 1999, under Delegated Authority.**

12.) **CHASE MANHATTAN TRUST COMPANY, NATIONAL ASSOCIATION, PITTSBURGH, ALLEGHENY COUNTY, PENNSYLVANIA**

An application for issuance of a certificate of admission was received from Chase Manhattan Trust Company, National Association, Pittsburgh, Allegheny County, Pennsylvania ("Chase Manhattan"). Chase Manhattan filed the application to enable it to transact business in the State of Indiana in accordance with the provisions of IC 28-1-22. Chase Manhattan is a national association limited to fiduciary activities headquartered in the State of Pennsylvania. The Articles of Incorporation do not contain authority for this corporation to engage in the commercial or savings bank business. The trust company intends to solicit trust and other fiduciary business through referrals of affiliated registered representatives. Chase Manhattan

has appointed CT Corporation System, One North Capital Avenue, Indianapolis, Marion County, Indiana, as resident agent for service of legal process. **A Certificate of Admission was issued by the Director on September 28, 1999.**

13.) **FIRST STATE BANK, MORGANTOWN, MORGAN COUNTY, INDIANA**

The bank has applied to the Department for permission to amend Article 1 of its Articles of Incorporation. The amendment to Article 1 will change the bank's name to **First Bank**. The

effective date of the amendment will be the date the Articles of Amendment are filed with the Secretary of State. **The Director approved this on September 28, 1999, under Delegated Authority.**

DIVISION OF CREDIT UNIONS

1.) **CENTRA CREDIT UNION, COLUMBUS, BARTHOLOMEW COUNTY, INDIANA**

The credit union has filed a request for approval of a Petition for Approval of Proposed Amendment To the Articles of Incorporation. Pursuant to IC 28-7-1-10 (which allows a credit union to add one or more qualified groups to its field of membership) this amendment would place the following organizations into the field of membership of the credit union:

BTB Construction, Inc. – Madison – 6 members (common bond of occupation as defined by 28-7-1-10)

Fisher's Flower Basket – Columbus – 5 members (common bond of occupation as defined by 28-7-1-10)

Mann's Harley Davidson – Columbus – 8 members (common bond of occupation as defined by 28-7-1-10)

New Radiance Hair Care – North Vernon – 2 members (common bond of occupation as defined by 28-7-1-10)

Quality Mill Supply Co., Inc. – Columbus – 83 members (common bond of occupation as defined by 28-7-1-10)

Rock-Tenn – Columbus – 170 members (common bond of occupation as defined by 28-7-1-10)

Sedam Contracting Corporation – Hanover – 70 members (common bond of occupation as defined by 28-7-1-10)

Smurfit-Stone Container Corporation – Columbus – 140 members (common bond of occupation as defined by 28-7-1-10)

Surface Homes, Inc. – Seymour – 9 members (common bond of occupation as defined by 28-7-1-10)

The Tribune – Seymour – 50 members (common bond of occupation as defined by 28-7-1-10)

The Director approved this on September 8, 1999, under Delegated Authority.

2.) **TEACHERS CREDIT UNION, SOUTH BEND, ST. JOSEPH COUNTY, INDIANA**

The credit union has filed a request for approval of a Petition for Approval of Proposed Amendment To the Articles of Incorporation. Pursuant to IC 28-7-1-10 (which allows a

credit union to add one or more qualified groups to its field of membership) this amendment would place the following organizations into the field of membership of the credit union:

Interlink Marketing, Inc. – South Bend – 2 members (common bond of occupation as defined by 28-7-1-10)

Luxus Corporation – Rochester – 15 members (common bond of occupation as defined by 28-7-1-10)

Auntie Annie's Daycare Center, Inc. – South Bend – 20 members (common bond of occupation as defined by 28-7-1-10)

Rib City, Inc. – Mishawaka – 8 members (common bond of occupation as defined by 28-7-1-10)

The Write Idea, Inc. – Indianapolis – 1 member (common bond of occupation as defined by 28-7-1-10)

Milton Township Government Office – Niles, MI – 20 members (common bond of occupation as defined by 28-7-1-10)

HalDEX Garphyttan Corporation – South Bend – 40 members (common bond of occupation as defined by 28-7-1-10)

Glaziers, Architectural Metal & Glass Workers Local #1165 – Indianapolis - 900 members (common bond of labor organization membership as defined by 28-7-1-10)

House of Hughes/Hughes Brothers, Inc. – Mishawaka – 4 members (common bond of occupation as defined by 28-7-1-10)

Unity Church of Peace – South Bend – 245 members (common bond of church membership as defined by 28-7-1-10)

Bruno Cataldo, Inc. d/b/a Bruno's Pizza – South Bend – 65 members (common bond of occupation as defined by 28-7-1-10)

The Director approved this on September 8, 1999, under Delegated Authority.

3.) GENERAL CREDIT UNION, FORT WAYNE, ALLEN COUNTY, INDIANA

The credit union has filed a request for approval of a Petition for Approval of Proposed Amendment To the Articles of Incorporation. Pursuant to IC 28-7-1-10 (which allows a credit union to add one or more qualified groups to its field of membership) this amendment would place the following organizations into the field of membership of the credit union:

Burkhart Advertising – Fort Wayne – 35 members (common bond of occupation as defined by 28-7-1-10)

The Director approved this on September 8, 1999, under Delegated Authority.

4.) HOOSIER HILLS CREDIT UNION, BEDFORD, LAWRENCE COUNTY, INDIANA

The credit union has filed a request for approval of a Petition for Approval of Proposed Amendment To the Articles of Incorporation. Pursuant to IC 28-7-1-10 (which allows a credit union to add one or more qualified groups to its field of membership) this amendment would place the following organizations into the field of membership of the credit union:

Fleck Insurance Agency, Inc. – Jasper – 3 members (common bond of occupation as defined by 28-7-1-10)

Salem Nazarene Church – Salem – 127 members (common bond of church membership as defined by 28-7-1-10)

The Director approved this on September 10, 1999, under Delegated Authority.

5.) HOOSIER HILLS CREDIT UNION, BEDFORD, LAWRENCE COUNTY, INDIANA

The credit union has filed a request for approval of a Petition for Approval of Proposed Amendment To the Articles of Incorporation. Pursuant to IC 28-7-1-10 (which allows a credit union to add one or more qualified groups to its field of membership) this amendment would place the following organizations into the field of membership of the credit union:

Party Express, Inc. – Jasper – 6 members (common bond of occupation as defined by 28-7-1-10)

The Director approved this on September 16, 1999, under Delegated Authority.

6.) CENTRA CREDIT UNION, COLUMBUS, BARTHOLOMEW COUNTY, INDIANA

The credit union has filed a request for approval of a Petition for Approval of Proposed Amendment To the Articles of Incorporation. Pursuant to IC 28-7-1-10 (which allows a credit union to add one or more qualified groups to its field of membership) this amendment would place the following organizations into the field of membership of the credit union:

Bridgers Manufacturing Co., Inc. – Shelbyville – 25 members (common bond of occupation as defined by 28-7-1-10)

Burnham – Seymour – 400 members (common bond of occupation as defined by 28-7-1-10)

Country Town Realty – Shelbyville – 9 members (common bond of occupation as defined by 28-7-1-10)

Datalogic, Inc. – Carmel – 60 members (common bond of occupation as defined by 28-7-1-10)

Merhley's – Batesville – 4 members (common bond of occupation as defined by 28-7-1-10)

The Creative Classroom – Shelbyville – 4 members (common bond of occupation as defined by 28-7-1-10)

The Director approved this on September 17, 1999, under Delegated Authority.

7.) MEMBERS ADVANTAGE CREDIT UNION, MICHIGAN CITY, LAPORTE COUNTY, INDIANA

The credit union has filed a request for approval of a Petition for Approval of Proposed Amendment To the Articles of Incorporation. Pursuant to IC 28-7-1-10 (which allows a credit union to add one or more qualified groups to its field of membership) this amendment would place the following organizations into the field of membership of the credit union:

Peters & Marske – Michigan City – 10 members (common bond of occupation as defined by 28-7-1-10)

The Director approved this on September 23, 1999, under Delegated Authority.

8.) INDIANA TELCO CREDIT UNION, INDIANAPOLIS, MARION COUNTY, INDIANA

The credit union has filed a request for approval of a Petition for Approval of Proposed

Amendment To the Articles of Incorporation. Pursuant to IC 28-7-1-10 (which allows a credit union to add one or more qualified groups to its field of membership) this amendment would place the following organizations into the field of membership of the credit union:

Proportion-Aier, Inc. – McCordsville – 80 members (common bond of occupation as defined by 28-7-1-10)

S4 Communications Corporation – Indianapolis – 12 members (common bond of occupation as defined by 28-7-1-10)

Licensoft, Inc. – Indianapolis – 3 members (common bond of occupation as defined by 28-7-1-10)

ProTrans International, Inc. – Indianapolis – 60 members (common bond of occupation as defined by 28-7-1-10)

Pro-Consumer Consultants & Investment Svcs. – Indianapolis – 5 members (common bond of occupation as defined by 28-7-1-10)

Dependable Machine Company – Indianapolis – 25 members (common bond of occupation as defined by 28-7-1-10)

Hegedus, Inc. – Indianapolis – 2 members (common bond of occupation as defined by 28-7-1-10)

The Director approved this on September 24, 1999, under Delegated Authority.

9.) DOUBLE ELEVEN CREDIT UNION, INDIANAPOLIS, MARION COUNTY, INDIANA

The credit union has filed a request for approval of a Petition for Approval of Proposed Amendment To the Articles of Incorporation. Pursuant to IC 28-7-1-10 (which allows a credit union to add one or more qualified groups to its field of membership) this amendment would place the following organizations into the field of membership of the credit union:

Guardian Moving & Storage, Inc. – Indianapolis – 50 members (common bond of occupation as defined by 28-7-1-10)

The Director approved this on September 30, 1999, under Delegated Authority.

10.) TEACHERS CREDIT UNION, SOUTH BEND, ST. JOSEPH COUNTY, INDIANA

The credit union has filed a request for approval of a Petition for Approval of Proposed Amendment To the Articles of Incorporation. Pursuant to IC 28-7-1-10 (which allows a credit union to add one or more qualified groups to its field of membership) this amendment would place the following organizations into the field of membership of the credit union:

Chuck-Ken, Inc. d/b/a Jasmine Family Restaurant – Mishawaka – 20 members (common bond of occupation as defined by 28-7-1-10)

Owens & Company, P.C. – Warsaw – 8 members (common bond of occupation as defined by 28-7-1-10)

Eckhart Enterprises, Inc. – South Bend – 2 members (common bond of occupation as defined by 28-7-1-10)

Just For You – Walkerton – 5 members (common bond of occupation as defined by 28-7-1-10)

Onyx Technologies of Indiana, Inc. – Indianapolis – 1 member (common bond of occupation as defined by 28-7-1-10)

September Rainbow, Inc. – Lakeville – 2 members (common bond of occupation as defined by 28-7-1-10)

York, Schrager, Baxter, James & Rose – Indianapolis – 13 members (common bond of occupation as defined by 28-7-1-10)

McGuin's Clean Cut Lawn Maintenance, L.L.C. – Huntington – 8 members (common bond of occupation as defined by 28-7-1-10)

Big Yellow Hat Productions, Inc. – Warsaw – 1 member (common bond of occupation as defined by 28-7-1-10)

Chefi's Caffe – Walkerton – 11 members (common bond of occupation as defined by 28-7-1-10)

LaPlace Plumbing – Granger – 1 member (common bond of occupation as defined by 28-7-1-10)

Michiana Coalition on Alcohol and Other Drugs – 25 members (common bond of occupation as defined by 28-7-1-10)

The Director approved this on September 30, 1999, under Delegated Authority.

DIVISION OF CONSUMER CREDIT

- 1.) Bridge Capital Corporation is requesting a consumer loan license. Applicant is based in Irvine, CA. They will be making second mortgage loans. They will not be servicing their loans. Loans will be closed by a title company. They currently operate in fifteen states. Applicant is recommended for approval. **The Director approved this on August 27, 1999, under Delegated Authority.**
- 2.) J. G. Garland Chasteen and D.D. Chasteen d/b/a Gold-N-Pawn Shop are requesting a consumer loan license. Applicant is based in Bloomington, IN and has PB License #127 since 8/89. They will be making single pay, short-term loans less than 30 days (payday). They will be servicing their loans. Applicant is recommended for approval. **The Director**

approved this on August 27, 1999, under Delegated Authority.

- 3.) GreenPoint Mortgage Corp. is requesting a consumer loan license. Applicant is based in Charlotte, NC and is a wholly owned subsidiary of GreenPoint Bank, a New York state chartered savings bank. They will be making second mortgage loans. They will be servicing their loans. Loans will be closed by title company/attorneys. They currently operate in 39 states. Applicant is recommended for approval. **The Director approved this on August 27, 1999, under Delegated Authority.**
- 3.) Home Loan Specialists, Inc. is requesting a consumer loan license. Applicant is based in Laguna Hills, CA. They will be making second mortgage loans. They will not be servicing their loans. Loans will be closed by a title company. They currently operate in four states. Applicant is recommended for approval. **The Director approved this on August 27, 1999, under Delegated Authority.**
- 4.) Instant Cash & Finance, Inc. is requesting a consumer loan license. Applicant is based in Fort Wayne, IN and has also applied for a check cashing license. They will be making single-pay loans, less than 30 days (payday). They will be servicing their loans. Applicant is recommended for approval. **The Director approved this on August 27, 1999, under Delegated Authority.**
- 5.) Island Mortgage Network Inc. d/b/a Reliance Mortgage Network and Apponline.com is requesting a consumer loan license. Applicant is based in Melville, NY. They will be making second mortgage loans. They will not be servicing their loans. Loans will be closed by title company/attorneys. They currently operate in 26 states. Applicant is recommended for approval. **The Director approved this on August 27, 1999, under Delegated Authority.**
- 6.) M & G Riley, Inc. d/b/a Michigan Road Liquors is requesting a consumer loan license. Applicant is based in Indianapolis, IN and has check cashing license #017 since 2/94. They will be making single-pay, short-term loans less than 30 days (payday). They will be servicing their loans. Applicant is recommended for approval. **The Director approved this on August 27, 1999, under Delegated Authority.**
- 7.) Phil L. Gushrowski d/b/a Kelsey's Fast Cash is requesting a consumer loan license. Applicant is based in Michigan City, IN. They will be making single-pay, short-term loans less than 30 days (payday). They will be servicing their loans. Applicant is recommended for approval. **The Director approved this on August 27, 1999, under Delegated Authority.**
- 8.) Indy's Check-N-Loan, Inc. is requesting a consumer loan license. Applicant is based in Indianapolis, IN and has also applied for a check cashing license. They will be making single-pay, short-term loans less than 30 days (payday). They will be servicing their loans. Applicant is recommended for approval. **The Director approved this on August 27, 1999, under Delegated Authority.**
- 9.) Blazer Financial Services, Inc. of Indiana is requesting a consumer loan license. Applicant is

based in Tampa, FL. They will be making all types of consumer loans including secured, unsecured and real estate. They will be servicing their loans. Loans will be closed at their Indiana location. They currently operate in thirty states. Applicant is recommended for approval. **The Director approved this on August 27, 1999, under Delegated Authority.**

- 11.) NMMC, Inc. d/b/a/ New Mortgage Millennium Corp. is requesting a consumer loan license. Applicant is based in Lake Oswego, OR. They will be making second mortgage loans. They will not be servicing their loans. Loans will be closed by a title company/attorney. They currently operate in ten states. Applicant is recommended for approval. **The Director approved this on August 27, 1999, under Delegated Authority.**
- 12.) P & T Solutions, Inc. d/b/a/ Money-N-Hand is requesting a consumer loan license. Applicant is based in Noblesville, IN. They will be making single-pay, short-term loans less than 30 days (payday). They will be servicing their loans. Applicant is recommended for approval. **The Director approved this on August 27, 1999, under Delegated Authority.**
- 13.) Regional Investment Co. d/b/a/ RIC Mortgage Company is requesting a consumer loan license. Applicant is based in Kansas City, MO. They will be making second mortgage loans. They will not be servicing their loans. Loans will be closed at a location in Evansville. They currently operate in ten states. Applicant is recommended for approval. **The Director approved this on August 27, 1999, under Delegated Authority.**
- 14.) The Ivory Coast Company d/b/a Express Cash is requesting a consumer loan license. Applicant is based in Indianapolis, IN and has a pending application for a check cashing license. They will be making single-pay, short-term loans less than 30 days (payday). They will be servicing their loans. Applicant is recommended for approval. **The Director approved this on August 27, 1999, under Delegated Authority.**
- 15.) The Money Market, Inc. is requesting a consumer loan license. Applicant is based in West Dundee, IL and is taking over an existing loan business in Jeffersonville, IN. They will be making single-pay, short-term loans less than 30 days (payday). They will be servicing their loans. They currently operate in Illinois. Applicant is recommended for approval. **The Director approved this on August 27, 1999, under Delegated Authority.**
- 16.) The Ivory Coast Company d/b/a/ Express Cash is requesting a check casher license. Applicant is based in Indianapolis, IN and has also applied for a consumer loan license. They will be cashing all types of checks. The fee charged will be 3% to 10% (personal loans). Applicant is recommended for approval. **The Director approved this on August 27, 1999, under Delegated Authority.**
- 17.) Indy's Check-N-Loan is requesting a check casher license. Applicant is based at Indianapolis, IN and has applied for a loan license for short-term less than 30 day (payday) loans. They will be cashing all types of checks. The fee charged will be 1% - 3% except some personal checks up to 10%. Their references are satisfactory. Applicant is recommended for approval. **The Director approved this on August 27, 1999, under**

Delegated Authority.

- 18.) Instant Cash & Finance, Inc. is requesting a check casher license. Applicant is based in Fort Wayne, IN and has also applied for a loan license. They will be cashing all types of checks. The fee will be 2% - 10%. Their references are satisfactory. Applicant is recommended for approval. **The Director approved this on August 27, 1999, under Delegated Authority.**
- 19.) Vigo Remittance Corp. is requesting a money transmitter license. Applicant is based in New York, NY. Business in Indiana will initially be conducted by four authorized delegates. They currently operate in eleven states. They have audited financials as of 12/30/98 and show over 4 million in equity and 5 million in cash to cover outstanding payment instruments and have met all of the financial requirements under the Act. The company was the subject of a U.S. Department of Justice investigation in 1996 concerning violations of currency regulations. A consent order was entered in 7/96, totaling \$1,600,000. Final payment of the consent order was made 8/98. The applicant has also implemented an extensive compliance program to prevent future occurrences. Applicant is recommended for approval. **The Director approved this on August 27, 1999, under Delegated Authority.**
- 20.) Affirmative Mortgage Loans, Inc. is requesting a consumer loan license. Applicant is based in Largo, FL. They will be making second mortgage loans. They will not be servicing their loans. Loans will be closed by title company. Applicant is recommended for approval. **The Director approved this on September 30, 1999, under Delegated Authority.**
- 21.) Bayrock Mortgage Corporation is requesting a consumer loan license. Applicant is based in Atlanta, GA. They will be making second mortgage loans. They will not be servicing their loans. Loans will be closed by title companies. They currently operate in twelve states. Applicant is recommended for approval. **The Director approved this on September 30, 1999, under Delegated Authority.**
- 22.) Bayrock Mortgage Corporation is requesting a consumer loan license. Applicant is based in Atlanta, GA. They will be making second mortgage loans. They will not be servicing their loans. Loans will be closed by title companies. They currently operate in twelve states. Applicant is recommended for approval. **The Director approved this on September 30, 1999, under Delegated Authority.**
- 23.) EMMCO The Mortgage Service Station Inc. is requesting a consumer loan license. Applicant is based in Lexington, SC. They will be making non conforming second mortgage loans. They will not be servicing their loans. Loans will be closed by title companies. They currently operate in 13 states. Applicant is recommended for approval. **The Director approved this on September 30, 1999, under Delegated Authority.**
- 24.) HomeSense Financial Corp. is requesting a consumer loan license. Applicant is based in Lexington, SC. They will be making conforming second mortgage loans. They will not be servicing their loans. Loans will be closed by title companies. They currently operate in 13

states. Principals are the same as for the above named applicant, EMMCO The Mortgage Service Station Inc. Applicant is recommended for approval. **The Director approved this on September 30, 1999, under Delegated Authority.**

- 25.) Sammons Mortgage, Inc. is requesting a consumer loan license. Applicant is based in Kenilworth, NJ. Loans in Indiana will be made at their office in Avon, IN. They will be making second mortgage loans. They will not be servicing their loans. They currently operate in 13 states. They will be taking over LL #1430 issued 11/8/96 to Parkland Mortgage. Some officers will remain with the new company. Applicant is recommended for approval. **The Director approved this on September 30, 1999, under Delegated Authority.**
- 26.) Short on Cash, Inc. is requesting a consumer loan license. Applicant is based in Muncie, IN. They will be making single-pay loans less than 30 days (payday loans). They will not be servicing their loans. Applicant is recommended for approval. **The Director approved this on September 30, 1999, under Delegated Authority.**
- 27.) First American Services of Indiana, LLC d/b/a First American Cash Advance of Indiana is requesting a consumer loan license. Applicant is based in Louisville, KY. Loans in Indiana will be made at Jeffersonville. They will be making single-pay short-term loans less than 30 days (payday loans). They will be servicing their loans. Applicant is recommended for approval. **The Director approved this on September 30, 1999, under Delegated Authority.**
- 28.) First American Services of Indiana, LLC d/b/a First American Cash Advance of Indiana is requesting a check casher license. Applicant is based at Louisville, KY. Licensee will have locations in Indiana at Jeffersonville. They will be cashing all types of checks. They plan to charge statutory max of 10%. References were satisfactory. Applicant is recommended for approval. **The Director approved this on September 30, 1999, under Delegated Authority.**
- 29.) American Money Corporation is requesting a check casher license. Applicant is based in Indianapolis, IN. They will be cashing all types of checks. Their fee will be 2% to 3.5% except for personal checks (10%). References were satisfactory. Applicant is recommended for approval. **The Director approved this on September 30, 1999, under Delegated Authority.**
- 30.) Hoosier Credit Corp. d/b/a Cash in a Flash is requesting a check casher license. Applicant is based in Anderson, IN. They will be cashing all types of loans. Fees will be 2% to 5%. References were satisfactory. Entity is currently licensed under LL #1359. Applicant is recommended for approval. **The Director approved this on September 30, 1999, under Delegated Authority.**

APPROVED:

Norman Lowery, Chairman

ATTEST:

J. Philip Goddard, Secretary